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To the Honorable Commissioner of Patents and Trademarks

attached original documents or copy thereof.

1. Name of conveying party(ies):

MedPartners, Inc.

- Individual(s)
- General Partnership
- Corporation-State - DE
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 7/15/99

2. Name and address of receiving party(ies)

Name: Caremark International Inc.

Internal Address: Legal - NBT9

Street Address: 2211 Sanders Road

City: Northbrook State: IL ZIP: 60062

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s) 75679887

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Marie L. Given

Internal Address: Caremark International Inc.

Street Address: 2211 Sanders Rd.

City: Northbrook State: IL ZIP: 60062

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ (40.00) Paid

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Marie L. Given

Name of Person Signing

*Marie L. Given*

Signature

10/25/99

Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

REEL: 001982 FRAME: 0321



07-26-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #40

8.5.99

08-10-1999

D<sup>B</sup>



IN THE UNITED STATES PATE

101111615

Assignor: MedPartners, Inc.  
 Assignee: Caremark International Inc.  
 Mark: MEDEXCELLENCE  
 Serial Number: 75/679887  
 Filing Date: April 9, 1999  
 Class: 41  
 Date: July 26, 1999

RECEIVED  
 AUG - 5 1999  
 OIPE/JCWMS

Assistant Commissioner for Trademarks  
 2900 Crystal Drive  
 Arlington, VA 22202-3513

Dear Sir:

Enclosed please find an Assignment document and check for \$40.00 for the assignment of the above-captioned application.

Very truly yours,

Makie L. Given  
 Trademark Administrator  
 (847) 559-4773

08/09/1999 NTHAI1 00000222 75679887  
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Caremark International Inc.  
 2211 Sanders Road  
 Northbrook, IL 60062

Express Mail mailing label number:

EJ459541395US

Date of Deposit: 7/26/99

I hereby certify that this paper or fee is being Deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks 2900 Crystal Drive, Arlington, VA 22202-3513

TRADEMARK  
 REEL: 001982 FRAME: 0322



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07-26-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #40

# ASSIGNMENT

WHEREAS, MEDPARTNERS, INC., a Delaware corporation, located at 2211 Sanders Road, Northbrook, Illinois 60062 ("Assignor"), has adopted and used the trademark MEDEXCELLENCE which is the subject of an application, Serial No. 75-679887, currently pending in the U.S. Patent and Trademark Office in Assignor's name (hereinafter "the Mark"); and

WHEREAS, CAREMARK INTERNATIONAL INC. , a Delaware corporation, located at 2211 Sanders Road, Northbrook, Illinois 60062 ("Assignee") desires to acquire the Marks and the application therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee all right, title and interest in the Mark, together with the goodwill of the business symbolized by the Mark, and the pending application therefor.

ASSIGNOR  
MedPartners, Inc.

ASSIGNEE  
Caremark International Inc.

By: [Signature]  
Name: C. Clark Wingfield, Jr.  
Title: Exec. V.P. and Chief Administrative Officer

By: [Signature]  
Name: SARA J FINLEY  
Title: VP. SECRETARY

## NOTARIAL ACKNOWLEDGEMENT

City of Northbrook )  
County of Cook ) SS:  
State of Illinois, U.S.A. )

On July 15, 1999, before me appeared C. Clark Wingfield, Jr., personally known to me to be the person whose name is subscribed above, having been fully authorized to execute this document on behalf of MedPartners, Inc. and Sara J. Finley, personally known to me to be the person whose name is subscribed above, having been fully authorized to execute this document on behalf of Caremark International, Inc.

Dated: 7/15/99

[Signature]  
Notary Public

SEAL

